

Exhibit B

Berkovich Certification

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., <i>et al.</i>, Debtors.¹	§ § § § § § § § §	Chapter 11 Case No. 22-90341 (CML) (Jointly Administered)
--	---	--

**CERTIFICATION OF RONIT J. BERKOVICH IN SUPPORT OF
THIRD INTERIM FEE APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
AS ATTORNEYS FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED FROM
JULY 1, 2023 THROUGH AND INCLUDING SEPTEMBER 30, 2023**

I, Ronit J. Berkovich, hereby certify that:

1. I am a Partner of the firm, Weil, Gotshal & Manges LLP (“Weil”). Weil maintains offices at, among other places, 700 Louisiana Street, Suite 1700, Houston, Texas 77002 and 767 Fifth Avenue, New York, New York 10153.

2. This certification (“**Certification**”) is made in connection with Weil’s interim fee application, dated November 14, 2023 (the “**Application**”),² for compensation and reimbursement of expenses for the period commencing July 1, 2023 through and including September 30, 2023 (the “**Compensation Period**”). I have reviewed the Application and hereby

¹ The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704. The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters is 210 Barton Springs Road, Suite 300, Austin, Texas 78704. The Debtors’ service address is 2407 S. Congress Ave, Suite E-101, Austin, Texas 78704.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Application.

certify that the Application complies with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Bankruptcy Local Rules, and Fee Guidelines.

3. I certify that Weil has complied with provisions of the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (Docket No. 541) requiring it to provide the Debtors, the attorneys for the Creditors' Committee, and the United States Trustee for the Southern District of Texas with monthly statements of Weil's fees and disbursements accrued during the Compensation Period.

4. Weil discussed its rates, fees, and staffing with the Debtors at the outset of these cases and has continued to discuss staffing and fees with the Debtors throughout these cases. Attorneys and paraprofessionals assigned to this matter were necessary to assist with the prosecution of the Debtors' chapter 11 cases, preservation of the Debtors' assets, and other matters described herein. The budget prepared in connection with Weil's representation of the Debtors in these chapter 11 cases and a summary of the staffing plan are attached to the Application at **Exhibit G** and **Exhibit H** respectively.

5. In accordance with the Fee Guidelines, Weil responds to the questions identified therewith as follows:

Question 1: Did Weil agree to any variations from, or alternatives to, Weil's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period? If so, please explain.

Answer: No.

Question 2: If the fees sought in the Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did Weil discuss the reasons for the variation with the client?

Answer: The fees sought in the Application are less than the budgeted fees.

Question 3: Have any of the professionals included in the Application varied

their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: Yes. The time expended performing such work during the Compensation Period is included within Task Code 025.

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: Yes. The time expended performing such work during the Compensation Period is included within Task Code 025.

Question 6: Does the Application include any rate increases since Weil's retention in these cases? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer: As disclosed in the Retention Application, on January 1, 2023, Weil adjusted its standard billing rates for its professionals in the normal course.

Dated: November 16, 2023

/s/ Ronit J. Berkovich
Ronit J. Berkovich
Partner
Weil, Gotshal & Manges LLP

Exhibit C

Schedule of Professional Fees

COMPENSATION BY PROFESSIONAL
JULY 1, 2023 THROUGH AND INCLUDING SEPTEMBER 30, 2023

The attorneys who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED ¹	HOURLY BILLING RATE ²	TOTAL BILLED HOURS	TOTAL COMPENSATION
Perez, Alfredo R.	Partner	Restructuring	1980	\$1,895.00	255.10	\$483,414.50
Goldring, Stuart J.	Partner	Tax	1984	\$2,095.00	66.60	\$139,527.00
Lynch, Alexander D.	Partner	Corporate	1988	\$2,095.00	0.70	\$1,466.50
Wessel, Paul J.	Partner	Tax	1988	\$2,095.00	26.90	\$56,355.50
Dicker, Howard B.	Partner	Corporate	1990	\$1,995.00	1.40	\$2,793.00
Adams, Frank R.	Partner	Corporate	1994	\$1,950.00	9.10	\$17,745.00
Barry, John Patrick	Partner	Litigation	1994	\$1,795.00	4.30	\$7,718.50
Lender, David	Partner	Litigation	1994	\$1,795.00	1.00	\$1,795.00
Tsekerides, Theodore E.	Partner	Litigation	1994	\$1,595.00	304.70	\$485,996.50
				\$797.50†	5.00	\$3,987.50
Osterman, Jeffrey D.	Partner	Corporate	1996	\$1,875.00	10.60	\$19,875.00
Wohl, David E.	Partner	Corporate	1996	\$1,650.00	1.30	\$2,145.00
Schrock, Ray C.	Partner	Restructuring	1998	\$2,095.00	299.30	\$627,033.50
Heyliger, Adelaja	Partner	Corporate	1998	\$1,625.00	38.10	\$61,912.50
Freeman, Danek A.	Partner	Corporate	1999	\$1,750.00	65.10	\$113,925.00
Stein, Daniel Lawrence	Partner	Litigation	2000	\$1,795.00	0.90	\$1,615.50
Berkovich, Ronit J.	Partner	Restructuring	2002	\$1,925.00	273.80	\$527,065.00
				\$962.50†	8.30	\$7,988.75
Westerman, Gavin	Partner	Corporate	2004	\$1,725.00	90.50	\$156,112.50
Johnson, Merritt S.	Partner	Corporate	2007	\$1,625.00	141.80	\$230,425.00
Seales, Jannelle Marie	Partner	Corporate	2009	\$1,497.00	0.20	\$299.00
Adams, Dennis	Partner	Corporate	2014	\$1,495.00	7.60	\$11,362.00
Magill, Amanda Graham	Partner	Tax	2015	\$1,575.00	52.80	\$83,160.00
Nagar, Roshelle A.	Counsel	Corporate	1989	\$1,450.00	2.60	\$3,770.00
Naughton, Michael	Counsel	Litigation	1995	\$1,450.00	1.40	\$2,030.00

¹ * - Not yet admitted to practice.

² † - Non-working travel is billed at 50% of regular hourly rates.

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED ¹	HOURLY BILLING RATE ²	TOTAL BILLED HOURS	TOTAL COMPENSATION
Fliman, Ariel	Counsel	Corporate	2009	\$1,375.00	8.30	\$11,412.50
Chan, Celine	Counsel	Litigation	2011	\$1,425.00	11.00	\$15,675.00
Carlson, Clifford W.	Counsel	Restructuring	2014	\$1,375.50	747.20	\$1,027,400.00
Pucci-Sisti Maisonrouge, Maximilien J.	Counsel	Corporate	2014	\$1,375.00	80.80	\$111,100.00
Burbridge, Josephine Avelina	Counsel	Corporate	2015	\$1,375.00	366.40	\$503,800.00
Cain, Jeremy C.	Counsel	Litigation	2016	\$1,375.00	47.90	\$65,862.50
Wishart, Kane	Counsel	Corporate	2018	\$1,375.00	8.80	\$12,100.00
Smith, Leslie S.	Associate	Real Estate	1995	\$1,345.00	1.00	\$1,345.00
Hubana, Lidija	Associate	Litigation	2001	\$525.00	4.20	\$2,205.00
Friedman, Julie T.	Associate	Restructuring	2003	\$775.00	71.50	\$55,412.50
Moncada, Alcira	Associate	Litigation	2004	\$525.00	1.20	\$630.00
Deopersaud, Savitri A.	Associate	Litigation	2005	\$525.00	0.30	\$157.50
Goltser, Jonathan	Associate	Restructuring	2011	\$1,275.00	76.60	\$97,665.00
Goltser, Jonathan	Associate	Restructuring	2011	\$1,225.00	231.90	\$284,077.50
Sternberg, Adam J.	Associate	Tax	2012	\$1,345.00	159.20	\$214,124.00
Calabrese, Christine A.	Associate	Litigation	2017	\$1,345.00	256.40	\$344,858.00
				\$672.50†	14.00	\$9,415.00
Bednarczyk, Meggin	Associate	Corporate	2018	\$1,345.00	3.90	\$5,245.50
Bednarczyk, Meggin	Associate	Corporate	2018	\$1,275.00	3.60	\$4,590.00
Kutner, Alyssa	Associate	Corporate	2018	\$1,345.00	19.40	\$26,093.00
Kutner, Alyssa	Associate	Corporate	2018	\$1,275.00	89.50	\$114,112.50
Heckel, Theodore S.	Associate	Restructuring	2018	\$1,275.00	174.40	\$222,360.00
Heckel, Theodore S.	Associate	Restructuring	2018	\$1,225.00	174.30	\$213,517.50
DeSantis, Elena	Associate	Litigation	2018	\$1,225.00	3.00	\$3,675.00
Heller, Paul E.	Associate	Corporate	2018 (CAN-BC)	\$1,275.00	46.40	\$59,160.00
Heller, Paul E.	Associate	Corporate	2018 (CAN-BC)	\$1,225.00	118.70	\$145,407.50
Crabtree, Austin B.	Associate	Restructuring	2018	\$1,225.00	89.90	\$110,127.50
Crabtree, Austin B.	Associate	Restructuring	2018	\$1,170.00	370.30	\$433,251.00
Buschmann, Michael	Associate	Corporate	2019	\$1,225.00	2.10	\$2,572.50
Buschmann, Michael	Associate	Corporate	2019	\$1,170.00	19.10	\$22,347.00

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED ¹	HOURLY BILLING RATE ²	TOTAL BILLED HOURS	TOTAL COMPENSATION
Sharma, Sakshi	Associate	Corporate	2019 (CAN-AB)	\$1,225.00	0.30	\$367.50
Aquilla, Elaina	Associate	Litigation	2020	\$1,225.00	19.90	\$24,377.50
Aquilla, Elaina	Associate	Litigation	2020	\$1,170.00	15.20	\$17,784.00
Islam, Intisarul	Associate	Litigation	2020	\$1,225.00	6.40	\$7,840.00
Kogel, Chaim	Associate	Tax	2020	\$1,225.00	17.10	\$20,947.50
Kogel, Chaim	Associate	Tax	2020	\$1,170.00	69.00	\$80,730.00
Taitt-Harmon, Mercedes	Associate	Corporate	2020	\$1,225.00	70.70	\$86,607.50
Taitt-Harmon, Mercedes	Associate	Corporate	2020	\$1,170.00	51.10	\$59,787.00
Stantzyk-Guzek, Claudia	Associate	Corporate	2020	\$1,170.00	5.50	\$6,435.00
Stantzyk-Guzek, Claudia	Associate	Corporate	2020	\$1,065.00	14.60	\$15,549.00
Delauney, Krystel	Associate	Litigation	2020	\$1,170.00	107.60	\$125,892.00
Delauney, Krystel	Associate	Litigation	2020	\$1,065.00	146.00	\$155,490.00
Bardini, Elissabeth	Associate	Tax	2021	\$1,225.00	6.90	\$8,452.50
Bardini, Elissabeth	Associate	Tax	2021	\$1,170.00	52.20	\$61,074.00
Da Silveira Leite, Enrico Bueno	Associate	Corporate	2021	\$1,170.00	24.30	\$28,431.00
Da Silveira Leite, Enrico Bueno	Associate	Corporate	2021	\$1,065.00	111.20	\$118,428.00
Luo, Karen	Associate	Corporate	2021	\$1,170.00	72.70	\$85,059.00
Luo, Karen	Associate	Corporate	2021	\$1,065.00	113.50	\$120,877.50
Sheng, Sheng	Associate	Restructuring	2021	\$1,170.00	202.60	\$237,042.00
				\$585.00†	5.60	\$3,276.00
Sheng, Sheng	Associate	Restructuring	2021	\$1,065.00	387.20	\$412,368.00
King, Alexa	Associate	Corporate	2022	\$1,065.00	10.20	\$10,863.00
Lyons, Patrick	Associate	Litigation	2022	\$1,065.00	85.80	\$91,377.00
Lyons, Patrick	Associate	Litigation	2022	\$910.00	199.90	\$181,909.00
Menon, Asha	Associate	Litigation	2022	\$1,065.00	38.90	\$41,428.50
Menon, Asha	Associate	Litigation	2022	\$910.00	77.80	\$70,798.00
Reyes, Destiny	Associate	Restructuring	2022	\$1,065.00	56.50	\$60,172.50
Reyes, Destiny	Associate	Restructuring	2022	\$910.00	211.00	\$192,010.00
Waterman, Katherine	Associate	Corporate	2022	\$1,065.00	9.30	\$9,904.50
Waterman, Katherine	Associate	Corporate	2022	\$910.00	16.90	\$15,379.00

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED ¹	HOURLY BILLING RATE ²	TOTAL BILLED HOURS	TOTAL COMPENSATION
Wissman, Eric	Associate	Corporate	2022	\$1,065.00	53.60	\$57,084.00
Wissman, Eric	Associate	Corporate	2022	\$910.00	62.20	\$56,602.00
Sudama, Dawn Rita	Associate	Restructuring	2022	\$1,065.00	60.40	\$64,326.00
Sudama, Dawn Rita	Associate	Restructuring	2022	\$910.00	205.90	\$187,369.00
Barras, Elizabeth	Associate	Corporate	2022	\$910.00	29.90	\$27,209.00
Markovitz, David	Associate	Corporate	2022	\$910.00	0.20	\$182.00
Polishuk, Menachem	Associate	Restructuring	2022	\$910.00	386.50	\$351,715.00
Samara, Eleni	Associate	Corporate	2022	\$910.00	1.40	\$1,274.00
Adnams, Caroline	Associate	Corporate	2023	\$910.00	9.70	\$8,827.00
Adnams, Caroline	Associate	Corporate	2023	\$750.00	0.60	\$450.00
Kamath, Priya	Associate	Litigation	2023	\$910.00	17.40	\$15,834.00
Motta, Patrick	Associate	Corporate	2023	\$910.00	40.20	\$36,582.00
Motta, Patrick	Associate	Corporate	2023	\$750.00	81.00	\$60,750.00
Rosen, Gabriel	Associate	Corporate	2023	\$910.00	6.50	\$5,915.00
Rosen, Gabriel	Associate	Corporate	2023	\$750.00	10.70	\$8,025.00
Creaser, Eileen	Associate	Corporate	2023	\$750.00	25.60	\$19,200.00
Mezzatesta, Jared	Associate	Restructuring	2023	\$910.00	126.20	\$114,842.00
Mezzatesta, Jared	Associate	Restructuring	2023	\$750.00	306.30	\$229,725.00
Feder, Adina	Associate	Corporate	*	\$750.00	22.80	\$17,100.00
Total for Attorneys					8,523.40	\$10,782,883.75

The paraprofessionals and other non-legal staff who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL PERSON	POSITION	DEPARTMENT	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Lee, Kathleen Anne	Paralegal	Restructuring	\$530.00	17.60	\$9,328.00
Stauble, Christopher A.	Paralegal	Restructuring	\$530.00	1.30	\$689.00
Curbelo, Gracemary	Paralegal	Litigation	\$475.00	2.60	\$1,235.00
Fabsik, Paul	Paralegal	Restructuring	\$475.00	94.10	\$44,697.50
Frayle, Barbara	Paralegal	Corporate	\$475.00	5.10	\$2,422.50
Gilchrist, Roy W.	Paralegal	Litigation	\$475.00	5.20	\$2,470.00
Olvera, Rene A.	Paralegal	Restructuring	\$475.00	17.90	\$8,502.50
Shrestha, Christine	Paralegal	Corporate	\$475.00	0.40	\$190.00
Eng-Bendel, Cheryl	Litigation Support	Litigation Support Services	\$465.00	5.40	\$2,511.00
Martorell, Jorge	Litigation Support	Litigation Support Services	\$465.00	11.60	\$5,394.00
Cromwell McCray, Crystal	Paralegal	Litigation	\$460.00	2.40	\$1,104.00
Fox, Trevor	Litigation Support	Litigation Support Services	\$445.00	69.60	\$30,972.00
Ting, Lara	Litigation Support	Litigation Support Services	\$445.00	0.70	\$311.50
Biratu, Sirak D.	Paralegal	Litigation	\$405.00	3.90	\$1,579.50
Mo, Suihua	Litigation Support	Litigation Support Services	\$405.00	25.00	\$10,125.00
Jalomo, Chris	Paralegal	Restructuring	\$375.00	4.10	\$1,537.50
Kleissler, Matthew Joseph	Paralegal	Restructuring	\$325.00	0.50	\$162.50
Peene, Travis	Paralegal	Restructuring	\$325.00	24.00	\$7,800.00
Okada, Tyler	Paralegal	Restructuring	\$310.00	10.60	\$3,286.00
Verpoucke, Emma	Paralegal	Corporate	\$295.00	0.60	\$177.00
Total for Paraprofessionals and Other Non-Legal Staff				302.60	\$134,494.50

The total fees for the Compensation Period are:³

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,631.87	2,939.50	\$4,796,867.75
Associates	\$1,072.01	5,583.90	\$5,986,016.00
Paraprofessionals and Other Non-Legal Staff	\$444.46	302.60	\$134,494.50
Blended Attorney Rate	\$1,265.09		
Blended Rate for All Timekeepers	\$1,236.96		
Total Fees Incurred			\$10,917,378.25

³ These values reflect the adjusted total of \$10,917,378.25 with non-working travel time correctly billed at 50% of regular hourly rates.

COMPENSATION BY PROJECT CATEGORY
JULY 1, 2023 THROUGH AND INCLUDING SEPTEMBER 30, 2023

TASK CODE	PROJECT CATEGORY	TOTAL BILLED HOURS	TOTAL COMPENSATION
003	Asset Acquisitions / Dispositions / 363 Matters	182.00	\$227,485.00
004	Automatic Stay	18.80	\$24,336.50
005	Bar Date and Claims Matters	1,062.30	\$1,315,798.00
006	Case Administration (WIP Updates and Calendar Updates Only)	77.20	\$70,487.50
007	Celsius Matters	784.40	\$978,680.50
008	Chapter 11 Plan / Confirmation / Implementation / Plan Supplement	3,109.40	\$4,165,033.50
009	Corporate Governance / Securities / Equity Matters	550.50	\$659,256.00
010	Customer / Vendor Matters and Reclamation / 503(b)(9) Claims	7.30	\$7,957.00
011	DIP Financing / Cash Collateral / Cash Management	46.80	\$64,519.50
012	Disclosure Statement / Solicitation / Voting	741.60	\$762,055.50
013	Employee Matters	269.70	\$345,868.00
014	Equipment Financing and Leases	127.40	\$154,793.50
015	Exclusivity	244.40	\$245,654.00
016	Executory Contracts / Leases / Real Property / Other 365 Matters	565.50	\$658,749.00
017	General Case Strategy (Including WIP and Team Meetings)	151.30	\$180,105.50
018	Hearings and Court Matters	102.70	\$105,310.00
019	Insurance and Surety Bond Matters	34.70	\$42,134.50
020	Non-Bankruptcy Litigation	33.50	\$28,778.00
021	Non-Working Travel	32.90	\$24,667.25
022	Regulatory / Decommissioning / Environmental Matters	7.30	\$8,770.00
023	Retention / Fee Applications: OCPs	6.90	\$5,354.50
024	Retention / Fee Applications: Non-Weil Professionals	20.50	\$18,657.50
025	Retention / Fee Applications: Weil	154.40	\$136,282.00
026	Secured Noteholder Issues / Meetings / Communications	39.20	\$48,114.50
027	Tax Matters	382.30	\$559,341.00
028	Unsecured Creditors Committee / Meetings / Communications	16.20	\$21,837.50
029	US Trustee / MORs / Schedules & SOFAs / 2015.3 Reports	40.40	\$33,372.50
030	Utility Matters / Adequate Assurance	0.20	\$182.00
031	Equity Committee / Meetings / Communications	16.20	\$23,798.00
Total		8,826.00	\$10,917,378.25

Exhibit D

Time Records

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

First Fee Application					
Date Served	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Paid to Date	
		Fees	Expenses	Fees	Expenses
3/10/2023	12/21/2022 through 12/31/2023	\$1,058,396.50	\$20,823.10	\$1,058,396.50	\$20,823.10
4/3/2023	1/1/2023 through 1/31/2023	\$3,587,644.75	\$21,220.06	\$3,587,644.75	\$21,220.06
4/25/2023	2/1/2023 through 2/28/2023	\$2,737,523.50	\$33,376.80	\$2,737,523.50	\$33,376.80
5/19/2023	3/1/2023 through 3/31/2023	\$2,597,205.00	\$28,074.86	\$2,597,205.00	\$28,074.86
Total for First Fee Application		\$9,980,769.75	\$103,494.82	\$9,980,769.75	\$103,494.82

Second Fee Application					
Date Served	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Paid to Date	
		Fees	Expenses	Fees	Expenses
6/21/2023	4/1/2023 through 4/30/2023	\$1,967,767.00	\$13,933.14	\$1,574,213.60	\$13,933.14
6/30/2023	5/1/2023 through 5/31/2023	\$2,403,856.50	\$16,017.76	\$2,403,856.50	\$16,017.76
8/4/2023	6/1/2023 through 6/30/2023	\$3,541,883.50	\$21,472.31	\$3,541,883.50	\$21,472.31
Total for Second Fee Application		\$7,913,507.00	\$51,423.21	\$7,913,507.00	\$51,423.21

Third Fee Application								
Date Served	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
9/1/2023	7/1/2023 through 7/30/2023	\$3,389,876.25	\$19,409.43	\$2,711,901.00	\$19,409.43	\$2,711,901.00	\$19,409.43	\$677,975.25
10/16/2023	8/1/2023 through 8/31/2023	\$4,184,573.00	\$16,090.73	\$3,347,658.40	\$16,090.73	\$3,347,658.40	\$16,090.73	\$836,914.60
11/2/2023 ¹	9/1/2023 through 9/30/2023	\$3,359,607.50	\$15,307.88	\$2,687,686.00	\$15,307.88	\$0.00	\$0.00	\$671,921.50
Total for Third Fee Application		\$10,934,056.75	\$50,808.04	\$8,747,245.40	\$50,808.04	\$6,059,559.40	\$35,500.16	\$2,186,811.35²

Summary of Any Objections to Monthly Fee Statements: None.

Compensation Sought in this Application Not Yet Paid: \$4,873,126.73

¹ The objection deadline with respect to Weil's September Monthly Fee Statement is November 16, 2023. Once the objection deadline has passed without objection, the Debtors are authorized to pay Weil \$2,687,686.00 (80% of \$3,359,607.50) and \$50,808.04 in expenses.

² As noted above, due to an inadvertent billing error, non-working travel time included on the August and September monthly fee statements was incorrectly billed at 100% of regular hourly rates, thus resulting in a total overcharge in fees to the Debtors in the amount of \$16,678.50. To reverse this inadvertent error, Weil has reduced the total fees requested in this Application by such amount, as reflected herein. Specifically, instead of seeking allowance of fees of \$10,934,056.75 (the sum of all the fees on the monthly fee statements in this period), this Application seeks allowance of fees of \$10,917,378.25. Therefore, the compensation sought in this Application reflects the \$10,917,378.25 (the adjusted total for the monthly fees) instead of \$10,934,056.75 (the sum of all the fees on the monthly fee statements in this period).

Exhibit E

Expenses

EXPENSE SUMMARY
JULY 1, 2023 THROUGH AND INCLUDING SEPTEMBER 30, 2023

EXPENSES	AMOUNTS
Corporation Services	\$977.20
Court Reporting	\$119.00
Duplicating	\$5,257.54
Electronic Research	\$27,828.25
Local Transportation	\$2,790.91
Meals	\$6,014.77
Travel	\$7,820.37
Total Expenses Requested:	\$50,808.04

Exhibit F**BLENDED RATE COMPARISON CHART**

Category of Timekeeper	Blended Hourly Rate	
	Billed by timekeepers in New York and Houston offices, excluding bankruptcy¹	Billed in this fee application
Partner	\$1,465.00	\$1,830.00
Counsel	\$1,177.00	\$1,376.00
Senior Associate (7 years or more since first admission)	\$1,128.00	\$1,267.00
Mid-level Associate (4-6 years since first admission)	\$1,035.00	\$1,208.00
Junior Associate (0-3 years since first admission)	\$774.00	\$943.00
Staff Attorney	\$445.00	\$525.00
Paralegal	\$373.00	\$448.00
Other	\$398.00	\$439.00
All timekeepers aggregated:	\$1,015.00	\$1,239.00

¹ In accordance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, preceding year is a rolling 12 months year ending October 31, 2023; blended rates reflect work performed in preceding year in each of the domestic offices in which timekeepers collectively billed at least 10% of the hours to the case during the application period, excluding all data from bankruptcy law matters.

Exhibit G**BUDGET OF WEIL, GOTSHAL & MANGES LLP
FOR PERIOD JULY 1, 2023 THROUGH SEPTEMBER 30, 2023**

Task Code	Task Description	ESTIMATED FEES	ACTUAL AMOUNT
001	Administrative Expense Claims (excluding 503(b)(9) Claims)	\$20,000.00	\$0.00
002	Adversary Proceedings	\$200,000.00	\$0.00
003	Asset Acquisitions/ Dispositions/ 363 Matters	\$250,000.00	\$227,485.00
004	Automatic Stay	\$25,000.00	\$24,336.50
005	Bar Date and Claim Matters	\$1,500,000.00	\$1,315,798.00
006	Case Administration (WIP Updates and Calendar Updates Only)	\$150,000.00	\$70,487.50
007	Celsius Matters	\$1,000,000.00	\$978,680.50
008	Chapter 11 Plan / Confirmation / Implementation / Plan Supplement	\$5,200,000.00	\$4,165,033.50
009	Corporate Governance / Securities / Equity Matters	\$1,000,000.00	\$659,256.00
010	Customer / Vendor Matters and Reclamation / 503(b)(9) Claims	\$25,000.00	\$7,957.00
011	DIP Financing / Cash Collateral / Cash Management	\$350,000.00	\$64,519.50
012	Disclosure Statement / Solicitation / Voting	\$1,750,000.00	\$762,055.50
013	Employee Matters	\$500,000.00	\$345,868.00
014	Equipment Financing and Leases	\$200,000.00	\$154,793.50
015	Exclusivity	\$300,000.00	\$245,654.00
016	Executory Contracts / Leases / Real Property / Other 365 Matters	\$175,000.00	\$658,749.00
017	General Case Strategy (Including WIP and Team Meetings)	\$475,000.00	\$180,105.50
018	Hearings and Court Matters	\$300,000.00	\$105,310.00
019	Insurance and Surety Bond Matters	\$50,000.00	\$42,134.50
020	Non-Bankruptcy Litigation	\$80,000.00	\$28,778.00
021	Non-Working Travel	\$130,000.00	\$41,345.75
022	Regulatory / Decommissioning / Environmental Matters	\$15,000.00	\$8,770.00
023	Retention / Fee Applications: OCPs	\$10,000.00	\$5,354.50
024	Retention / Fee Applications: Non-Weil Professionals	\$20,000.00	\$18,657.50
025	Retention / Fee Applications: Weil	\$150,000.00	\$136,282.00
026	Secured Noteholder Issues / Meetings / Communications	\$150,000.00	\$48,114.50
027	Tax Matters	\$350,000.00	\$559,341.00
028	Unsecured Creditors Committee / Meetings / Communications	\$50,000.00	\$21,837.50
029	US Trustee / MORs / Schedules & SOFAs / 2015.3 Reports	\$20,000.00	\$33,372.50
030	Utility Matters / Adequate Assurance	\$5,000.00	\$182.00
031	Equity Committee / Meetings / Communications	\$50,000.00	\$23,798.00
Total:		\$14,500,000.00	\$10,934,056.75¹

¹ See footnote 2 to summary coversheet.

Exhibit H**STAFFING PLAN OF WEIL, GOTSHAL & MANGES LLP PROVIDED TO DEBTORS FOR THE PERIOD JULY 1, 2023 THROUGH SEPTEMBER 30, 2023**

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS PROJECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE
Partners and Counsel	30	\$1,375.00 - \$2,095.00
Associates	45	\$750.00 - \$1,345.00
Paralegals and Other Non-Legal Staff	20	\$295.00 - \$530.00